

In the Matter Of:

Stacy L. Randall v. Reed C. Widen, et al.

Deposition of Ben C. Scharpf

January 05, 2024

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**Stacy L. Randall v.
Reed C. Widen, et al.**

**Deposition of Ben C. Scharpf
January 05, 2024**

UNITED STATES DISTRICT COURT WESTERN DISTRICT OF WISCONSIN		Page 3	
STACY L. RANDALL, Plaintiff, -vs- Case No. 3:22-cv-00400-jdp REED C. WIDEN, MICHAEL KIESLER, WIDEN ENTERPRISES, LLC, and WINDY WATERS, INC., Defendants.		1 BEN C. SCHARPF, called as a 2 witness, being first duly sworn, testified on 3 oath as follows: 4 EXAMINATION 5 BY MR. MURPHY: 6 Q Good afternoon, Mr. Sharpf. 7 A Good afternoon. 8 Q I introduced myself off the record, but my name is 9 Daniel Murphy. I'm one of the attorneys 10 representing Stacy Randall in a lawsuit that was 11 filed against Reed Widen and other defendants. 12 We're here today for your deposition. Is it okay 13 if I call you Ben? 14 A Of course. 15 Q Please feel free to call me Dan. 16 A Okay. 17 Q Is this your first time being deposed? 18 A Second. 19 Q Okay. How long ago was the last? 20 A In 2018 when I was going through a divorce. 21 Q Okay. This will probably be different. 22 A I don't know that any of them are fun, so let's -- 23 Q I'm going to try. 24 A All right. 25 Q No, it -- yeah, I would expect this to be very	
Deposition of BEN C. SCHARPF, taken at the instance of the Plaintiff, under and pursuant to Rules 26 and 30 of the Federal Rules of Civil Procedure, before Kaila M. Macek, RMR, CRR, a Notary Public in and for the State of Wisconsin, at Reinhart Boerner van Deuren S.C., located at 44 East Mifflin Street, Suite 700, Madison, Wisconsin, on January 5, 2024, commencing at 1:48 p.m. and concluding at 2:22 p.m.		Page 4	
1 A P P E A R A N C E S 2 3 REINHART BOERNER VAN DEUREN S.C., by 4 MR. DANIEL G. MURPHY and 5 MS. JESSICA H. POLAKOWSKI, via Zoom, 6 1000 North Water Street, Suite 1700 7 Milwaukee, Wisconsin 53202 8 appeared on behalf of the Plaintiff. 9 10 O'NEIL, CANNON, HOLLMAN, DeJONG & LAING S.C., by 11 MR. CHRISTA D. WITTENBERG, 12 111 East Wisconsin Avenue, Suite 1400, 13 Milwaukee, Wisconsin 53202, 14 appeared on behalf of the Defendants. 15 16 17 18 19 20 21 22 23 24 25		1 different. Couple of rules to go over that you're 2 probably familiar with from that experience. Most 3 important one, we want to make Kaila's job easy. 4 I'll try not to talk over you. Please try to do 5 the same. Okay? 6 A Yes. 7 Q Please verbalize your answers so that she can copy 8 down what you're doing. Okay? 9 A Absolutely. 10 Q If you have any questions about what I'm asking 11 you, whether it's a term or just the nature of the 12 question, what I'm looking for, please ask. Okay? 13 A Yes. 14 Q If you answer, I'm going to assume you understood 15 what I said. 16 A Okay. 17 Q Is there any reason, medical condition, you don't 18 have to explain, but any reason you can't give 19 testimony today? 20 A No. 21 Q All right. If it comes to it, we'll take a break. 22 Happy to take a break anytime you need one. 23 A Okay. 24 Q My suspicion is we'll be out of here in an hour or 25 less, so hopefully we won't need that. I may take	
I N D E X Examination: Page By Mr. Murphy 3 E X H I B I T S No. Description Identified Exhibit 1 Defendants' Supplemental Rule 31 26(A) (1) Disclosures and Rule 26(A) (2) Disclosures (The original exhibit was attached to the original transcript and a copy was provided to counsel) (The original deposition transcript was filed with Attorney Daniel G. Murphy)			

**Stacy L. Randall v.
Reed C. Widen, et al.**

**Deposition of Ben C. Scharpf
January 05, 2024**

<p style="text-align: right;">Page 5</p> <p>1 a break to review my notes or consult with my 2 colleague, but again, if you need a break, just 3 ask. Okay? 4 A All right. 5 Q I don't know if Christa's going to have questions 6 or not. At points in the deposition, she may 7 assert an objection. If she objects, you still 8 have to answer the question. Okay? 9 A Yes. 10 Q And that's because she's not your attorney. The 11 only objections you can make in a deposition where 12 somebody doesn't answer is on the basis of 13 attorney-client privilege. Okay? 14 A Okay. 15 Q All right. Can you state and spell your name for 16 the record. 17 A Ben, B-E-N, C, as in Carl, Scharpf, S-C-H-A-R-P-F. 18 Q And can you tell us your address? 19 A 5025 Augusta Drive, Waunakee, Wisconsin 53597. 20 Q What do you do for a living? 21 A I am a entrepreneur, a business owner. 22 Q Okay. What kind of business? 23 A I own a company called Gressco and a company 24 called Automation Arts. 25 Q Okay.</p>	<p style="text-align: right;">Page 7</p> <p>1 Q Sure. How much of an inconvenience it would be? 2 A Right. More along those lines. Yes. 3 Q And same question with respect to your 4 conversation with Christa. 5 A Same, just what to be -- what to expect, not to 6 talk over each other. 7 Q Okay. 8 A Just general. 9 Q At any point since you've received the subpoena, 10 did you discuss the nature of this case with 11 anyone? 12 A No. 13 Q Did you discuss your subpoena or today's 14 deposition with Reed Widen? 15 A No. 16 Q Okay. 17 A He knew I was called, but that was it. 18 Q How do you know that? 19 A What? 20 Q How do you know that? 21 A He just said I -- he apologized, and that was it. 22 Just sorry you have to go do this; I said no 23 worries. 24 Q Was this via text? 25 A No. Just a casual conversation.</p>
<p style="text-align: right;">Page 6</p> <p>1 A And I am a shareholder in and a board member on 2 Musicnotes. 3 Q Okay. Any of those businesses -- well, you're 4 familiar with Widen Enterprises? 5 A Yes. 6 Q Are any of those businesses -- and I apologize, 7 I'm not super familiar with any of those -- 8 similar to what Widen does? 9 A No. 10 Q Okay. Do you have any background in finance, 11 aside from your ownership in a company? 12 A I was on Park Bank's board for 15 years. 13 Q Oh, okay. Do you have a degree in finance? 14 A No. 15 Q Okay. I want to talk about what you did to 16 prepare for today. Did you talk to anybody about 17 your deposition today? 18 A I talked to Bill briefly just about, you know, 19 what was to be expected, and I talked briefly to 20 Christa and the people at O'neil Cannon just to 21 make sure I understood what I was in for. 22 Q Okay. Let's start with Bill. Did you talk about 23 any of the questions I might ask? 24 A No. We were just speculating as to how long it 25 would take and what would be expected of us.</p>	<p style="text-align: right;">Page 8</p> <p>1 Q Okay. So I guess, in my view, that would be 2 about -- 3 A And that's why I'm sharing that. 4 Q Okay. 5 A Yes. 6 Q Okay. Is there any other person who you had a 7 similar brief conversation with about today? 8 A No. 9 Q Okay. Prior to receiving the subpoena, at any 10 time since the case has been in existence, which 11 I'll tell you it was filed in July of 2022, at any 12 time did you discuss the nature of this case with 13 anyone? 14 A I've discussed it casually with Reed. I knew 15 that, you know, prior to the closing, that she had 16 made an argument. I really haven't spoken in 17 detail about it. I mean, I understand the crux of 18 it. 19 Q Okay. What's your understanding of the case? 20 A My understanding is that she had sold stock in 21 advance and that there was prior knowledge to 22 that. That's the extent of what I -- 23 Q That's fine. What do you mean by prior knowledge 24 of that? 25 A Ask me the question again and I'll answer your</p>

**Stacy L. Randall v.
Reed C. Widen, et al.**

**Deposition of Ben C. Scharpf
January 05, 2024**

Page 9	Page 11
<p>1 question.</p> <p>2 Q Sure. I'm just trying to make sure I understood</p> <p>3 your answer. What I heard you say was that she</p> <p>4 sold stock prior to the closing and there was --</p> <p>5 A Prior to the closing of Reed's selling the</p> <p>6 company.</p> <p>7 Q Okay. And then I thought you said, and I could be</p> <p>8 wrong, that there was prior knowledge of that, and</p> <p>9 I didn't know what you meant by that.</p> <p>10 A No, that my prior knowledge was that -- my prior</p> <p>11 knowledge to today was that that's the crux of the</p> <p>12 case, that she had sold stock in advance of Reed</p> <p>13 selling the company, and that was the conflict.</p> <p>14 Q I gotcha. I now follow. The reference to prior</p> <p>15 knowledge was that was your prior knowledge?</p> <p>16 A Correct.</p> <p>17 Q Got it. Are you familiar with anyone else from</p> <p>18 Widen Enterprises? And I'll pitch some names out</p> <p>19 there. Do you know Michael Kiesler?</p> <p>20 A I've met Michael Kiesler.</p> <p>21 Q In what context?</p> <p>22 A I met him for a short period of time. It was the</p> <p>23 year Obama was elected. I went and I did a couple</p> <p>24 advisory meetings. He had a very loose advisory</p> <p>25 group put together, and he asked me to sit on</p>	<p>1 A I think it was just as they, you know, navigated,</p> <p>2 you know, continuing to move from prepress to</p> <p>3 digital asset management, kind of conversations</p> <p>4 around, you know, do we -- how much of this do we</p> <p>5 give up. It was more just general business, you</p> <p>6 know, kind of give and take kind of things.</p> <p>7 Q Okay.</p> <p>8 A I think we only had two meetings, and it was just</p> <p>9 generally around making sure I think Reed feeling</p> <p>10 comfortable he was in a good spot.</p> <p>11 Q Okay. Do you have experience with -- I asked you</p> <p>12 about kind of the overlap between what you do and</p> <p>13 Widen Enterprises. Do you have experience with</p> <p>14 companies that do digital asset management?</p> <p>15 A No.</p> <p>16 Q Okay. And so I would assume, and I guess I'm</p> <p>17 asking that your role on the committee -- the</p> <p>18 reason you were selected for this advisory</p> <p>19 committee is that you are an entrepreneur, you</p> <p>20 have experience growing businesses, I presume?</p> <p>21 A Yes.</p> <p>22 Q Okay. So that's your context for Michael Kiesler.</p> <p>23 Anything outside of that?</p> <p>24 A No.</p> <p>25 Q Okay. What about Matthew Gonnering?</p>
Page 10	Page 12
<p>1 that.</p> <p>2 Q Okay.</p> <p>3 A And I had met Michael through that.</p> <p>4 Q And -- okay. So Reed asked you to sit in on an</p> <p>5 advisory committee?</p> <p>6 A Correct.</p> <p>7 Q And you met Michael in that context?</p> <p>8 A Correct.</p> <p>9 Q And why do you recall it as the year Obama --</p> <p>10 A I just -- it was around my birthday, and I know we</p> <p>11 were out the night of election after one of his</p> <p>12 board meetings.</p> <p>13 Q Okay.</p> <p>14 A Or one of his advisory meetings.</p> <p>15 Q That's just a funny place marker.</p> <p>16 A Yeah. Nope, it's my birthday's November 6th, and</p> <p>17 I think that was at about the time that Obama was</p> <p>18 elected, and I just remember that we were at a</p> <p>19 advisory meeting.</p> <p>20 Q Got it.</p> <p>21 A At or around that day.</p> <p>22 Q So that's 2008?</p> <p>23 A Correct.</p> <p>24 Q If I got my history right here. What was the, I</p> <p>25 guess, purpose or role of the advisory committee?</p>	<p>1 A He was also a part of that group. And I will see</p> <p>2 Matthew out socially, but I don't have Matthew's</p> <p>3 number or talk to Matthew. I just would run into</p> <p>4 him. He's a member at Bishops Bay where I'm a</p> <p>5 member.</p> <p>6 Q Is that a golf club?</p> <p>7 A Yes. I think he's just a social member.</p> <p>8 Q Are you a big golfer?</p> <p>9 A I am.</p> <p>10 Q Okay. Me too. Excited for this weekend.</p> <p>11 A Yes.</p> <p>12 Q So do you know anyone else -- and I'm not asking</p> <p>13 if you've heard names, but have you met or had any</p> <p>14 significant conversation with anyone else from</p> <p>15 Widen Enterprises other than Reed, Michael,</p> <p>16 Matthew?</p> <p>17 A No.</p> <p>18 Q Okay. I am going to send you a subpoena, and I</p> <p>19 have a copy of it today. You are allowed under</p> <p>20 the law to require me to serve you via process</p> <p>21 server. Some people don't like that; they find it</p> <p>22 inconvenient and annoying. I'm happy to have you</p> <p>23 accept service of the subpoena right now.</p> <p>24 A Yeah. That's fine.</p> <p>25 Q We're going to discuss in a general sense right</p>

**Stacy L. Randall v.
Reed C. Widen, et al.**

**Deposition of Ben C. Scharpf
January 05, 2024**

<p style="text-align: right;">Page 13</p> <p>1 now the topics that are the very last page of that 2 packet. There's a cover letter and then the 3 subpoena and then the rider to the -- or schedule 4 to the subpoena, which lists the documents at 5 issue. I'm going to take your answers at face 6 value today, but I would appreciate it if after 7 today, you review the topics -- you got a ways to 8 go, I think. Should be a list of five or six. 9 A Five. Yep. Document requests. 10 Q Right. I'd ask if you after today review those 11 requests, look through any documents you may have, 12 whether on your phone, your computer, or 13 otherwise, that may be responsive to those 14 materials. 15 It is not my intention to make this an 16 onerous task. If you have an issue with any of 17 the requests or need some guidance on it, please 18 freely free to contact me and I will do my best to 19 be reasonable with you about that. 20 A Okay. 21 Q So, but just to give me a sense of what sort of 22 information you may have for purposes of today's 23 discussion, would you -- let's start with the 24 people that I think this is less likely for. 25 Would you email or text with Matthew Gonnering?</p>	<p style="text-align: right;">Page 15</p> <p>1 would not know him. 2 Q Understood. Tim Macht? 3 A Tim Macht, I know. 4 Q David Simon? 5 A I know. 6 Q And Mark Winter? 7 A Don't know. 8 Q Okay. Let's -- would you have any emails, texts, 9 other documents exchanged between those 10 individuals that you do know related to Widen 11 Enterprises? 12 A No. 13 Q Okay. Presumably those are all social 14 communications, if any? 15 A Correct. 16 Q Okay. Have you ever met Stacy Randall? 17 A Yes. 18 Q Often? 19 A Five times, maybe. 20 Q Okay. Over the course of -- 21 A Ten years. 22 Q Okay. So infrequently? 23 A Infrequently. 24 Q Understood. Any communications, documents, 25 emails, voice mails, anything that you think you</p>
<p style="text-align: right;">Page 14</p> <p>1 A No. 2 Q Michael Kiesler? 3 A No. 4 Q I presume with Reed, you have? 5 A Yes. 6 Q Okay. In those emails and texts, would you on 7 occasion discuss each other's businesses? 8 A No. 9 Q Never? 10 A Rarely. 11 Q Okay. So possibly, but that's not a focus of 12 topic that you often discuss? 13 A Almost never. Yeah. No, it's not -- it was not 14 part of our friendship, really. 15 Q Okay. I don't -- is your -- so I know that you 16 and Bill Nordland spoke to each other. I presume 17 that you have hung out together with Reed? 18 A Correct. 19 Q My very loose understanding is that there's kind 20 of a group of guys that you would fit into, 21 including Bill Nordland, perhaps, and I'm going to 22 throw out some names, just tell me if these are 23 people that you know. Terry Vial? 24 A I know his name. I don't know that I would know 25 him if we were -- especially out of context, I</p>	<p style="text-align: right;">Page 16</p> <p>1 may have related to Stacy Randall? 2 A No. 3 Q Related to the sale of Widen Enterprises? 4 A No. 5 Q Okay. Anything related to the suit? 6 A No. I don't have any of Stacy's contact 7 information. 8 Q Maybe I wasn't clear. I meant with anyone related 9 to Stacy, the company, the sale, the suit. 10 A No. 11 Q Reed never texted "Stacy's suing me, I can't 12 believe it," something like that? 13 A I would have to look, but not likely. 14 Q Okay. 15 A But nothing -- I've had no interaction with Stacy 16 in several years. 17 Q Okay. Understood. All right. Backing up to your 18 relationship with Reed, how did you and Reed meet? 19 A We were both Baker Tilly clients, and our mutual 20 friend would have been Tim Macht. 21 Q Okay. 22 MS. POLAKOWSKI: Hey, Dan, I should 23 probably just note for the record that I'm 24 on. 25 MR. MURPHY: Good call.</p>

**Stacy L. Randall v.
Reed C. Widen, et al.**

**Deposition of Ben C. Scharpf
January 05, 2024**

Page 17	Page 19
<p>1 BY MR. MURPHY:</p> <p>2 Q That's my colleague Jessica Polakowski. She's</p> <p>3 just going to be listening in. She's another</p> <p>4 attorney for Stacy.</p> <p>5 A Okay.</p> <p>6 Q The -- sorry, got thrown off. Baker Tilly. When</p> <p>7 do you -- when do you think you made that</p> <p>8 connection that you were both Baker Tilly clients?</p> <p>9 A 20 years ago.</p> <p>10 Q Okay. And is Tim Macht a Baker Tilly employee?</p> <p>11 Is that --</p> <p>12 A He's a Baker Tilly client, as well.</p> <p>13 Q And I guess I don't know, why is it that that was</p> <p>14 the connection? Were you at a Baker Tilly event</p> <p>15 or something?</p> <p>16 A Tim and Reed were at a Baker Tilly event, and then</p> <p>17 post that, we went and played golf or, hey, this</p> <p>18 is my friend Reed, I met him at a Baker Tilly</p> <p>19 function.</p> <p>20 Q Got it.</p> <p>21 A He'll have fun. Fun friend group.</p> <p>22 Q Gotcha. How often would you say you hang out with</p> <p>23 Reed?</p> <p>24 A Physically, four times a year.</p> <p>25 Q And chat or text a couple more times?</p>	<p>1 trip?</p> <p>2 A Five.</p> <p>3 Q Okay. Does everybody pay their own way on that</p> <p>4 trip?</p> <p>5 A The Simons are pretty good sponsors with the boat</p> <p>6 or the house or whatever the amenities are.</p> <p>7 Q Okay. Would say that Reed is a close friend?</p> <p>8 A I would consider Reed a close friend.</p> <p>9 Q If not on the trips that we were just discussing,</p> <p>10 have you ever been on trips or outings with Reed</p> <p>11 where he's paid for everything?</p> <p>12 A No.</p> <p>13 Q Fair to say more often than not you both pay your</p> <p>14 way?</p> <p>15 A Yes.</p> <p>16 Q Okay. We've talked about how you served on the</p> <p>17 advisory committee. Is that your only context of</p> <p>18 being involved with Widen Enterprises?</p> <p>19 A Yes.</p> <p>20 Q Do you know much about Widen Enterprises? Let me</p> <p>21 rephrase that. Do you know much about Widen</p> <p>22 Enterprises outside of your service on that</p> <p>23 committee?</p> <p>24 A No.</p> <p>25 Q Okay.</p>
Page 18	Page 20
<p>1 A We both have a love of the Packers, so if we're</p> <p>2 bemoaning the Packers, we might text back and</p> <p>3 forth. We've traveled together a few times.</p> <p>4 Q Okay. Let's stay with that, I guess. What --</p> <p>5 tell me about those trips.</p> <p>6 A So I've traveled with Reed out to his house. I've</p> <p>7 traveled with Reed on a -- the mutual -- a mutual</p> <p>8 friend group vacation once a year that has -- kind</p> <p>9 of the ring leader is David Simon.</p> <p>10 Q Okay. When you say out to his house, I assume</p> <p>11 you're talking about his house in Arizona?</p> <p>12 A Correct.</p> <p>13 Q And the ring leader being David Simon, what type</p> <p>14 of trips are these?</p> <p>15 A So they're Caribbean trips. David would rent a</p> <p>16 house, David would rent a boat and then invite a</p> <p>17 group of people to go down, and the Widens would</p> <p>18 be part of that, the Scharpfs would be part of</p> <p>19 that.</p> <p>20 Q My understanding is David is out on a boat right</p> <p>21 now?</p> <p>22 A Correct. He's out in the Bahamas.</p> <p>23 Q And did you say that was an annual trip?</p> <p>24 A It was until last year.</p> <p>25 Q Okay. How many times have you guys done that</p>	<p>1 A I understood the nature of his business, but I</p> <p>2 couldn't tell you much about it.</p> <p>3 Q Sure.</p> <p>4 A Just like he would understand the nature of my</p> <p>5 businesses, but he couldn't tell me a lot about</p> <p>6 how you run them.</p> <p>7 Q Okay. So I was just going to ask would you</p> <p>8 discuss business with Reed; sounds like you would,</p> <p>9 but it would be limited to what your businesses</p> <p>10 are?</p> <p>11 A Correct.</p> <p>12 Q Okay. Did you ever discuss with Reed how much his</p> <p>13 business was worth?</p> <p>14 A No.</p> <p>15 Q Have you ever sold a company?</p> <p>16 A Yes.</p> <p>17 Q And the topic of selling a company, did that --</p> <p>18 whether a company you were selling -- I'll start</p> <p>19 there. Did you ever discuss with Reed that you</p> <p>20 were selling a company?</p> <p>21 A No.</p> <p>22 Q Did Reed ever discuss with you an intention to</p> <p>23 sell his company?</p> <p>24 A Yes.</p> <p>25 Q When?</p>

**Stacy L. Randall v.
Reed C. Widen, et al.**

**Deposition of Ben C. Scharpf
January 05, 2024**

<p style="text-align: right;">Page 21</p> <p>1 A February or March of 2021.</p> <p>2 Q Okay. And you don't have to give me every word, 3 but in general what did you discuss?</p> <p>4 A Just that they were going to hire an investment 5 bank, I think, to see what the value of it was 6 worth, is my understanding at that time.</p> <p>7 Q Okay. And presumably he wanted to talk to you 8 about this because you've done so before?</p> <p>9 A I think it was, again, very general discussion 10 point. Just part of you're on a trip with 11 somebody, so you're talking about life, and that 12 was one of the topics.</p> <p>13 Q Okay. Was this on a Caribbean trip?</p> <p>14 A Yes.</p> <p>15 Q And he was hiring an investment banker to assist 16 with the sale. Did you discuss at all what he 17 expected to sell the company for?</p> <p>18 A No.</p> <p>19 Q Did you discuss any other detail that you recall 20 regarding the anticipated sale?</p> <p>21 A No. I would take a step back. There was a time 22 when I was on Musicnotes' board, they were going 23 through a similar thing. I was just thinking 24 about my direct businesses. But at one point in 25 time, Musicnotes had hired an investment banker,</p>	<p style="text-align: right;">Page 23</p> <p>1 A I don't know that he had a plan.</p> <p>2 Q Okay.</p> <p>3 A None that he shared with me.</p> <p>4 Q Okay. And --</p> <p>5 A Not succession or other. I think he always 6 intended to own it and have it for a long period 7 of time and was taking it one day at a time.</p> <p>8 Q Okay. And did you ever have a discussion about 9 his kids not wanting to --</p> <p>10 A No.</p> <p>11 Q -- take on the business? 12 Do you know Justin Randall?</p> <p>13 A Yes.</p> <p>14 Q What's the context of your relationship with 15 Justin?</p> <p>16 A I've known him -- I knew him through Reed a little 17 bit. He was also an insurance guy. I used to own 18 a Culver's, and I think Justin took over that 19 relationship, so he'd play golf a couple times 20 with us.</p> <p>21 Q Okay.</p> <p>22 A So I knew him casually. And if, you know, we were 23 up north, I would see him and he would be there.</p> <p>24 Q Okay.</p> <p>25 A He and Julie.</p>
<p style="text-align: right;">Page 22</p> <p>1 so there was just a little kind of mutual 2 connection there.</p> <p>3 Q Okay.</p> <p>4 A I understood the process because I had just went 5 through it.</p> <p>6 Q And what an investment bank can do in that type 7 of --</p> <p>8 A I understood how -- kind of how the process 9 worked.</p> <p>10 Q Sure. Other than that conversation, do you recall 11 any other time discussing a sale of Widen 12 Enterprises?</p> <p>13 A No.</p> <p>14 Q Other than a discussion with Reed, did you discuss 15 that with anybody else?</p> <p>16 A No.</p> <p>17 Q Okay. Did you ever talk to Reed about succession 18 planning at his business?</p> <p>19 A Not with any degree of detail outside of I think 20 he hoped his kids would be involved at some time.</p> <p>21 Q And they weren't?</p> <p>22 A I think Jesse worked there a little bit.</p> <p>23 Q I guess, was the discussion that Reed was hoping 24 that his kids would take on the business when he 25 was ready to step back?</p>	<p style="text-align: right;">Page 24</p> <p>1 Q Okay. I want to start with the Culver's. Do you 2 mean that Justin purchased a Culver's from you?</p> <p>3 A No. Justin sold insurance to Culver's. Our 4 Culver's was a client of Justin's.</p> <p>5 Q Understood.</p> <p>6 A But I didn't have -- I was not a controlling 7 partner, so my brother-in-law had that 8 relationship with Justin.</p> <p>9 Q Okay.</p> <p>10 A I just knew he was our insurance guy.</p> <p>11 Q Got it. And then you mentioned up north?</p> <p>12 A You know, we've been up north from time to time, 13 whether we were staying at Simons or Widens or 14 whatever, and then Justin would be up there. I 15 have many other friends that have places up there. 16 So it wouldn't be uncommon for me to run past 17 Justin while we were up there.</p> <p>18 Q Okay.</p> <p>19 A Maybe five times in ten years, I'd cross paths 20 with him.</p> <p>21 Q Okay. Otherwise, you would see him when you were 22 otherwise with Reed?</p> <p>23 A Yes.</p> <p>24 Q And I think those were kind of the two exceptions 25 to knowing him through Reed that you offered;</p>

**Stacy L. Randall v.
Reed C. Widen, et al.**

**Deposition of Ben C. Scharpf
January 05, 2024**

<p style="text-align: right;">Page 25</p> <p>1 right?</p> <p>2 A Correct.</p> <p>3 Q Did you ever talk with Justin about -- I know I've</p> <p>4 already asked you a general question, but in the</p> <p>5 event this jogs your memory, did you ever talk to</p> <p>6 Justin about Widen Enterprises?</p> <p>7 A No.</p> <p>8 Q Did you ever talk to Justin about his relationship</p> <p>9 with Reed?</p> <p>10 A No. I would have made observations, but I've</p> <p>11 never spoken with Justin about his relationship</p> <p>12 with Reed.</p> <p>13 Q Okay. Fair to say you weren't always with Justin</p> <p>14 when he's with Reed?</p> <p>15 A No. Small percent of the time.</p> <p>16 Q Okay. Did you ever observe Justin and Reed talk</p> <p>17 about Widen?</p> <p>18 A No.</p> <p>19 Q When did you learn about the sale of Widen?</p> <p>20 A The first I had heard about the sale was on the</p> <p>21 sailing trip in 2021.</p> <p>22 Q I guess I'm asking the -- that the sale had</p> <p>23 happened.</p> <p>24 A The only thing I knew is that Reed was, you know,</p> <p>25 selling it. That's sometime in that summer.</p>	<p style="text-align: right;">Page 27</p> <p>1 going into the office, I'm meeting with Matthew or</p> <p>2 I'm meeting with Kiesler.</p> <p>3 Q Okay.</p> <p>4 A You know, I know he was kind of 24/7, you know,</p> <p>5 texts, talking to their team. I couldn't speak to</p> <p>6 his work hours or --</p> <p>7 Q When you say he was 24/7 texting, talking to his</p> <p>8 team, how did -- why do you know that?</p> <p>9 A Again, I just -- you know, it's whatever time in</p> <p>10 the morning or if we're together and we're golfing</p> <p>11 and Matthew would call, he would take that call.</p> <p>12 Q Okay.</p> <p>13 A And these would be more observations than</p> <p>14 anything, obviously.</p> <p>15 Q Are you familiar with -- well, are you familiar</p> <p>16 with the fact that Justin's brother Andrew</p> <p>17 committed suicide?</p> <p>18 A Yes.</p> <p>19 Q Are you familiar with the fundraiser to support</p> <p>20 suicide awareness?</p> <p>21 A Yes.</p> <p>22 Q Have you participated in that in the past?</p> <p>23 A I bought tickets to it this year.</p> <p>24 Q Okay. Had you done so previously?</p> <p>25 A It was the first year was this year.</p>
<p style="text-align: right;">Page 26</p> <p>1 Q Did you catch up with Reed after the sale and</p> <p>2 discuss it at any point?</p> <p>3 A I'm sure that my paths crossed with him and he</p> <p>4 expressed that he had sold it.</p> <p>5 Q Okay.</p> <p>6 A But not in any detail of what he sold it for or --</p> <p>7 Q Let me put it this way. Nothing sticks out in</p> <p>8 your mind about such a conversation?</p> <p>9 A No. It would have been if I had said never, you</p> <p>10 would have said "never" never, and I would have</p> <p>11 known that's -- I'm sure, again, the crux of all</p> <p>12 of my friendships with my friends, we rarely talk</p> <p>13 about business. It's more about family and</p> <p>14 sports, and it just isn't a big part of any of my</p> <p>15 friendships, honestly.</p> <p>16 Q Okay. So you've talked about going on trips with</p> <p>17 Reed, hanging out up north with him. To your</p> <p>18 knowledge, was Reed retired when he was doing</p> <p>19 these things?</p> <p>20 A No.</p> <p>21 Q And have you ever observed Reed serve on the</p> <p>22 advisory economy, so let's say after that,</p> <p>23 observed Reed working on Widen matters?</p> <p>24 A You know, only in the sense if I called him, what</p> <p>25 are you doing, you know, or he called me, I'm</p>	<p style="text-align: right;">Page 28</p> <p>1 Q Oh, was it?</p> <p>2 A Yes.</p> <p>3 Q Oh. Have you ever talked to Reed -- and forgive</p> <p>4 me if we have covered this, but I don't think we</p> <p>5 specifically have -- did you ever talk to Reed</p> <p>6 about anything relating to Stacy?</p> <p>7 A No.</p> <p>8 Q Any brother --</p> <p>9 A Again, I think we covered it. I know he was</p> <p>10 frustrated, you know, right at closing that I</p> <p>11 believe she was trying to hold it up, was my</p> <p>12 understanding, and he was frustrated. Outside of</p> <p>13 that, I spend time with them and I observed a good</p> <p>14 brother sister relationship.</p> <p>15 Q Why do you say that Stacy was holding up closing?</p> <p>16 A Well, I think she was attempting to have an</p> <p>17 injunction, was my understanding.</p> <p>18 Q Okay. So legally trying to hold up closing?</p> <p>19 A Correct.</p> <p>20 Q Did you discuss that with Reed?</p> <p>21 A No. Just the day before, that he wasn't sure if</p> <p>22 it was going to -- I don't honestly remember the</p> <p>23 exact specifics outside of, you know, maybe the</p> <p>24 day before, and then the day of, I just wished him</p> <p>25 a congratulations when I knew it went through.</p>

**Stacy L. Randall v.
Reed C. Widen, et al.**

**Deposition of Ben C. Scharpf
January 05, 2024**

<p style="text-align: right;">Page 29</p> <p>1 Q Okay.</p> <p>2 A I mean, it was a big, big deal to him.</p> <p>3 Q So you knew when the deal closed?</p> <p>4 A I just don't remember -- I knew it was in the summer sometime. I don't remember.</p> <p>5 Q I understand. So your earlier answer was just you don't know the specific date in summer of 2021?</p> <p>6 A Correct.</p> <p>7 Q But you were aware that the sale was proceeding as it was proceeding?</p> <p>8 A No. I knew he had talked to -- like I said, we were on, you know, if you think of the cadence of when we would talk, I knew that in February or March, they were mulling it, and then I didn't really know -- I wasn't keeping track of that process up through a closing date. I knew they had engaged an investment bank, and then just a day or two before I knew that it was going to close.</p> <p>9 Q Okay. So that latter part is what I'm trying to figure out, how that came about. So at some point near closing, and I'll represent to you that the closing was in August of 2021.</p> <p>10 MS. WITTENBERG: Object to form.</p> <p>11 MR. MURPHY: That's fine.</p>	<p style="text-align: right;">Page 31</p> <p>1 Q Okay.</p> <p>2 (Exhibit No. 1 was marked for identification.)</p> <p>3 Q And you don't need to read this entire thing. Exhibit 1 is a filing in this case by the defendants, and it's basically a number of different disclosures. What I want to direct your attention to is page 5. Do you see your name next to number 27?</p> <p>4 A Yep.</p> <p>5 Q Is that your phone number?</p> <p>6 A Yes.</p> <p>7 Q And the purpose of this disclosure is to identify individuals who may have relevant knowledge. And it says here, next to your name, "Mr. Scharpf may have information about the existence and timing of communication with Reed Widen or Justin Randall related to any potential sale of Widen Enterprises."</p> <p>8 My question is, is there anything that we haven't discussed that might relate to that information, meaning is there any other communication with Reed or Justin related to any potential sale that we haven't already covered?</p> <p>9 A No.</p>
<p style="text-align: right;">Page 30</p> <p>1 BY MR. MURPHY:</p> <p>2 Q If she objects, you still answer. How did that conversation with you and Reed begin around the time of closing?</p> <p>3 A You know, could have been talking about whether we were going to play golf next week and then, by the way, this is what's happening in my life today, because it was germane to him.</p> <p>4 Q Okay. And it's in the context of that discussion, whatever it was, that he mentioned that there might be an issue related to Stacy?</p> <p>5 A Correct.</p> <p>6 Q Okay. Any other details about that conversation you recall?</p> <p>7 A No. Just that he was, you know, frustrated, I'm sure.</p> <p>8 Q Do you have an opinion about this case?</p> <p>9 A I don't know enough about it to give a good opinion.</p> <p>10 Q Okay. And I guess another way of saying that is do you have an opinion as to who's right, Reed or Stacy?</p> <p>11 A I don't know enough about the case to -- I don't know Stacy's side of the case, and frankly I don't know Reed's side of the case.</p>	<p style="text-align: right;">Page 32</p> <p>1 Q Okay. I need a couple of minutes, and then I'll probably be done.</p> <p>2 A Okay.</p> <p>3 (A recess is taken from 2:21 p.m. to 2:22 p.m.)</p> <p>4 Q I don't have any further questions. Thank you for your time, Ben.</p> <p>5 A You bet. Thank you.</p> <p>6 MS. WITTENBERG: Nothing from me.</p> <p>7 (Adjourning at 2:22 p.m.)</p>

Stacy L. Randall v.
Reed C. Widen, et al.

Deposition of Ben C. Scharpf
January 05, 2024

Page 33

1 STATE OF WISCONSIN)
2) ss.
3 COUNTY OF DANE)

4 I, Kaila M. Macek, RMR, CRR, a Notary Public in
5 and for the State of Wisconsin, do hereby certify
6 that the foregoing deposition of BEN C. SCHARPF was
7 taken before me on January 5, 2024, and reduced to
8 writing by me, a professional court reporter and
9 disinterested person, approved by all parties in
10 interest and thereafter converted to typewriting
11 using computer-aided transcription.

12 I further certify that I am not related to nor
13 an employee of counsel or any of the parties to the
14 action, nor am I in any way financially interested in
15 the outcome of this case.

16 IN WITNESS WHEREOF, I have hereunto set my hand
17 and affixed my notarial seal of office at Madison,
18 Wisconsin, this 10th day of January 2024.

19
20 
21

22 Notary Public, State of Wisconsin
23 My Commission Expires 1/14/2027
24
25

Stacy L. Randall v.
Reed C. Widen, et al.

Deposition of Ben C. Scharpf
January 05, 2024 Index: 1..bank

Exhibits	10:16	assert 5:7
Scharpf 1-5-24 Exhibit 1 2:18 31:2,5	A	asset 11:3,14
1 31:2,5	Absolutely 4:9	assist 21:15
15 6:12	accept 12:23	assume 4:14 11:16 18:10
2	address 5:18	attempting 28:16
20 17:9	adjourning 32:9	attention 31:8
2008 10:22	advance 8:21 9:12	attorney 5:10 17:4
2018 3:20	advisory 9:24 10:5,14,19,25 11:18 19:17 26:22	attorney-client 5:13
2021 21:1 25:21 29:7,23	afternoon 3:6,7	attorneys 3:9
2022 8:11	allowed 12:19	August 29:23
24/7 27:4,7	amenities 19:6	Augusta 5:19
27 31:9	Andrew 27:16	Automation 5:24
2:21 32:4	annoying 12:22	aware 29:9
2:22 32:4,9	annual 18:23	awareness 27:20
5	answers 4:7 13:5	B
5 31:8	anticipated 21:20	B-E-N 5:17
5025 5:19	anytime 4:22	back 18:2 21:21 22:25
53597 5:19	apologize 6:6	background 6:10
6	apologized 7:21	Backing 16:17
6th	argument 8:16	Bahamas 18:22
	Arizona 18:11	Baker 16:19 17:6,8,10,12,14,16,18
	Arts 5:24	bank 21:5 22:6 29:17

Stacy L. Randall v.
Reed C. Widen, et al.

Deposition of Ben C. Scharpf
January 05, 2024 Index: Bank's..conversation

Bank's 6:12	business 5:21,22 11:5 20:1,8,13 22:18,24 23:11 26:13	closing 8:15 9:4,5 28:10,15,18 29:16,22,23 30:4
banker 21:15,25	businesses 6:3,6 11:20 14:7 20:5,9 21:24	club 12:6
basically 31:6	<hr/> C <hr/>	colleague 5:2 17:2
basis 5:12	cadence 29:12	comfortable 11:10
Bay 12:4	call 3:13,15 16:25 27:11	committed 27:17
begin 30:3	called 3:1 5:23,24 7:17 26:24,25	committee 10:5,25 11:17,19 19:17,23
bemoaning 18:2	Cannon 6:20	communication 31:17,23
Ben 3:1,13 5:17 32:6	Caribbean 18:15 21:13	communications 15:14,24
bet 32:7	Carl 5:17	companies 11:14
big 12:8 26:14 29:2	case 7:10 8:10,12,19 9:12 30:17,23,24,25 31:5	company 5:23 6:11 9:6,13 16:9 20:15,17,18,20, 23 21:17
Bill 6:18,22 14:16,21	casual 7:25	computer 13:12
birthday 10:10	casually 8:14 23:22	condition 4:17
birthday's 10:16	catch 26:1	conflict 9:13
Bishops 12:4	chat 17:25	congratulations 28:25
bit 22:22 23:17	Christa 6:20 7:4	connection 17:8,14 22:2
board 6:1,12 10:12 21:22	Christa's 5:5	consult 5:1
boat 18:16,20 19:5	clear 16:8	contact 13:18 16:6
bought 27:23	client 17:12 24:4	context 9:21 10:7 11:22 14:25 19:17 23:14 30:9
break 4:21,22 5:1,2	clients 16:19 17:8	continuing 11:2
briefly 6:18,19	close 19:7,8 29:19	controlling 24:6
brother 27:16 28:8,14	closed 29:3	conversation 7:4,25 8:7 12:14 22:10 26:8 30:3,13
brother-in-law 24:7		

Stacy L. Randall v.
Reed C. Widen, et al.

Deposition of Ben C. Scharpf
January 05, 2024 Index: conversations..extent

conversations

11:3

copy

4:7 12:19

Correct

9:16 10:6,8,23 14:18 15:15 18:12,22 20:11 25:2 28:19 29:8 30:12

couple

4:1 9:23 17:25 23:19 32:1

cover

13:2

covered

28:4,9 31:24

cross

24:19

crossed

26:3

crux

8:17 9:11 26:11

Culver's

23:18 24:1,2,3,4

D

Dan

3:15 16:22

Daniel

3:9

date

29:7,16

David

15:4 18:9,13,15,16,20

day

10:21 23:7 28:21,24 29:18

deal

29:2,3

defendants

3:11 31:6

degree

6:13 22:19

deposed

3:17

deposition

3:12 5:6,11 6:17 7:14

detail

8:17 21:19 22:19 26:6

details

30:13

digital

11:3,14

direct

21:24 31:7

disclosure

31:13

disclosures

31:7

discuss

7:10,13 8:12 12:25 14:7,12 20:8,12, 19,22 21:3,16,19 22:14 26:2 28:20

discussed

8:14 31:21

discussing

19:9 22:11

discussion

13:23 21:9 22:14,23 23:8 30:9

divorce

3:20

Document

13:9

documents

13:4,11 15:9,24

Drive

5:19

duly

3:2

E

earlier

29:6

easy

4:3

economy

26:22

elected

9:23 10:18

election

10:11

email

13:25

emails

14:6 15:8,25

employee

17:10

engaged

29:17

Enterprises

6:4 9:18 11:13 12:15 15:11 16:3 19:18,20,22 22:12 25:6 31:19

entire

31:4

entrepreneur

5:21 11:19

event

17:14,16 25:5

exact

28:23

EXAMINATION

3:4

exceptions

24:24

exchanged

15:9

Excited

12:10

exhibit

31:2,5

existence

8:10 31:16

expect

3:25 7:5

expected

6:19,25 21:17

experience

4:2 11:11,13,20

explain

4:18

expressed

26:4

extent

8:22

Stacy L. Randall v.
Reed C. Widen, et al.

Deposition of Ben C. Scharpf
January 05, 2024 Index: face..holding

F	freely 13:18	group 9:25 12:1 14:20 17:21 18:8,17
face 13:5	friend 16:20 17:18,21 18:8 19:7,8	growing 11:20
fact 27:16	friends 24:15 26:12	guess 8:1 10:25 11:16 17:13 18:4 22:23 25:22 30:20
Fair 19:13 25:13	friendship 14:14	guidance 13:17
familiar 4:2 6:4,7 9:17 27:15,19	friendships 26:12,15	guy 23:17 24:10
family 26:13	frustrated 28:10,12 30:15	guys 14:20 18:25
February 21:1 29:13	fun 3:22 17:21	H
feel 3:15	function 17:19	hang 17:22
feeling 11:9	fundraiser 27:19	hanging 26:17
figure 29:21	funny 10:15	happened 25:23
filed 3:11 8:11	G	happening 30:7
filing 31:5	general 7:8 11:5 12:25 21:3,9 25:4	happy 4:22 12:22
finance 6:10,13	generally 11:9	He'll 17:21
find 12:21	germane 30:8	heard 9:3 12:13 25:20
fine 8:23 12:24 29:25	give 4:18 11:5,6 13:21 21:2 30:18	hey 16:22 17:17
fit 14:20	golf 12:6 17:17 23:19 30:6	hire 21:4
focus 14:11	golfer 12:8	hired 21:25
follow 9:14	golfing 27:10	hiring 21:15
forgive 28:3	Gonnering 11:25 13:25	history 10:24
form 29:24	good 3:6,7 11:10 16:25 19:5 28:13 30:18	hold 28:11,18
frankly 30:24	gotcha 9:14 17:22	holding 28:15
free 3:15 13:18	Gressco 5:23	

Stacy L. Randall v.
Reed C. Widen, et al.

Deposition of Ben C. Scharpf
January 05, 2024 Index: honestly..love

honestly 26:15 28:22	introduced 3:8	7:17 8:14 23:16,22 24:10 25:24 28:25 29:3,4,11,13,16,18
hoped 22:20	investment 21:4,15,25 22:6 29:17	knowing 24:25
hoping 22:23	invite 18:16	knowledge 8:21,23 9:8,10,11,15 26:18 31:14
hour 4:24	involved 19:18 22:20	<hr/> L <hr/>
hours 27:6	issue 13:5,16 30:11	law 12:20
house 18:6,10,11,16 19:6	<hr/> J <hr/>	lawsuit 3:10
hung 14:17	Jesse 22:22	leader 18:9,13
<hr/> I <hr/>	Jessica 17:2	learn 25:19
identification 31:3	job 4:3	legally 28:18
identify 31:13	jogs 25:5	letter 13:2
important 4:3	Julie 23:25	life 21:11 30:7
including 14:21	July 8:11	limited 20:9
inconvenience 7:1	Justin 23:12,15,18 24:2,3,8,14,17 25:3,6,8, 11,13,16 31:17,23	lines 7:2
inconvenient 12:22	Justin's 24:4 27:16	list 13:8
individuals 15:10 31:14	<hr/> K <hr/>	listening 17:3
information 13:22 16:7 31:16,22	Kaila's 4:3	lists 13:4
infrequently 15:22,23	keeping 29:15	living 5:20
injunction 28:17	kids 22:20,24 23:9	long 3:19 6:24 23:6
insurance 23:17 24:3,10	Kiesler 9:19,20 11:22 14:2 27:2	loose 9:24 14:19
intended 23:6	kind 5:22 11:3,6,12 14:19 18:8 22:1,8 24:24 27:4	lot 20:5
intention 13:15 20:22	knew	love 18:1
interaction 16:15		

Stacy L. Randall v.
Reed C. Widen, et al.

Deposition of Ben C. Scharpf
January 05, 2024 Index: Macht..overlap

M	memory 25:5	notes 5:1
Macht 15:2,3 16:20 17:10	mentioned 24:11 30:10	November 10:16
made 8:16 17:7 25:10	met 9:20,22 10:3,7 12:13 15:16 17:18	number 12:3 31:6,9,11
mails 15:25	meting 27:1	O
make 4:3 5:11 6:21 9:2 13:15	Michael 9:19,20 10:3,7 11:22 12:15 14:2	O'NEIL 6:20
making 11:9	mind 26:8	oath 3:3
management 11:3,14	minutes 32:1	Obama 9:23 10:9,17
March 21:1 29:14	morning 27:10	Object 29:24
Mark 15:6	move 11:2	objection 5:7
marked 31:2	mulling 29:14	objections 5:11
marker 10:15	Murphy 3:5,9 16:25 17:1 29:25 30:1	objects 5:7 30:2
materials 13:14	Musicnotes 6:2 21:25	observations 25:10 27:13
matters 26:23	Musicnotes' 21:22	observe 25:16
Matthew 11:25 12:2,3,16 13:25 27:1,11	mutual 16:19 18:7 22:1	observed 26:21,23 28:13
Matthew's 12:2	N	occasion 14:7
meaning 31:22	names 9:18 12:13 14:22	offered 24:25
meant 9:9 16:8	nature 4:11 7:10 8:12 20:1,4	office 27:1
medical 4:17	navigated 11:1	onerous 13:16
meet 16:18	night 10:11	opinion 30:17,19,21
meeting 10:19 27:2	Nordland 14:16,21	other's 14:7
meetings 9:24 10:12,14 11:8	north 23:23 24:11,12 26:17	outings 19:10
member 6:1 12:4,5,7	note 16:23	overlap 11:12

Stacy L. Randall v.
Reed C. Widen, et al.

Deposition of Ben C. Scharpf
January 05, 2024 Index: owner..Reed's

owner 5:21	places 24:15	purposes 13:22
ownership 6:11	plan 23:1	put 9:25 26:7
<hr/> P <hr/>	planning 22:18	<hr/> Q <hr/>
p.m. 32:4,9	play 23:19 30:6	question 4:12 5:8 7:3 8:25 9:1 25:4 31:20
Packers 18:1,2	played 17:17	questions 4:10 5:5 6:23 32:5
packet 13:2	point 7:9 21:10,24 26:2 29:21	<hr/> R <hr/>
paid 19:11	points 5:6	Randall 3:10 15:16 16:1 23:12 31:17
Park 6:12	Polakowski 16:22 17:2	rarely 14:10 26:12
part 12:1 14:14 18:18 21:10 26:14 29:20	possibly 14:11	read 31:4
participated 27:22	post 17:17	ready 22:25
partner 24:7	potential 31:18,24	reason 4:17,18 11:18
past 24:16 27:22	prepare 6:16	reasonable 13:19
paths 24:19 26:3	prepress 11:2	recall 10:9 21:19 22:10 30:14
pay 19:3,13	presume 11:20 14:4,16	received 7:9
people 6:20 12:21 13:24 14:23 18:17	pretty 19:5	receiving 8:9
percent 25:15	previously 27:24	recess 32:4
period 9:22 23:6	prior 8:9,15,21,23 9:4,5,8,10,14,15	record 3:8 5:16 16:23
person 8:6	privilege 5:13	Reed 3:11 7:14 8:14 9:12 10:4 11:9 12:15 14:4,17 16:11,18 17:16,18,23 18:6,7 19:7,8,10 20:8,12,19,22 22:14,17,23 23:16 24:22,25 25:9,12,14,16,24 26:1, 17,18,21,23 28:3,5,20 30:3,21 31:17, 23
phone 13:12 31:11	proceeding 29:9,10	Reed's 9:5 30:25
Physically 17:24	process 12:20 22:4,8 29:16	
pitch 9:18	purchased 24:2	
place 10:15	purpose 10:25 31:13	

Stacy L. Randall v.
Reed C. Widen, et al.

Deposition of Ben C. Scharpf
January 05, 2024 Index: reference..spoken

reference 9:14	S	side 30:24,25
relate 31:21	S-C-H-A-R-P-F 5:17	significant 12:14
related 15:10 16:1,3,5,8 30:11 31:18,23	sailing 25:21	similar 6:8 8:7 21:23
relating 28:6	sale 16:3,9 21:16,20 22:11 25:19,20,22 26:1 29:9 31:18,24	Simon 15:4 18:9,13
relationship 16:18 23:14,19 24:8 25:8,11 28:14	Scharpf 3:1 5:17 31:15	Simons 19:5 24:13
relevant 31:14	Scharpfs 18:18	sister 28:14
remember 10:18 28:22 29:4,5	schedule 13:3	sit 9:25 10:4
rent 18:15,16	selected 11:18	Small 25:15
rephrase 19:21	sell 20:23 21:17	social 12:7 15:13
represent 29:22	selling 9:5,13 20:17,18,20 25:25	socially 12:2
representing 3:10	send 12:18	sold 8:20 9:4,12 20:15 24:3 26:4,6
requests 13:9,11,17	sense 12:25 13:21 26:24	sort 13:21
require 12:20	serve 12:20 26:21	sounds 20:8
respect 7:3	served 19:16	speak 27:5
responsive 13:13	server 12:21	specific 29:7
retired 26:18	service 12:23 19:22	specifically 28:5
review 5:1 13:7,10	shared 23:3	specifics 28:23
rider 13:3	shareholder 6:1	speculating 6:24
ring 18:9,13	sharing 8:3	spell 5:15
role 10:25 11:17	Sharpf 3:6	spend 28:13
rules 4:1	short 9:22	spoke 14:16
run 12:3 20:6 24:16		spoken 8:16 25:11

Stacy L. Randall v.
Reed C. Widen, et al.

Deposition of Ben C. Scharpf
January 05, 2024 Index: sponsors..understood

sponsors 19:5	3:2	thrown 17:6
sports 26:14	<hr/> T <hr/>	tickets 27:23
spot 11:10	taking 23:7	Tilly 16:19 17:6,8,10,12,14,16,18
Stacy 3:10 15:16 16:1,9,15 17:4 28:6,15 30:11,22	talk 4:4 6:15,16,22 7:6 12:3 21:7 22:17 25:3,5,8,16 26:12 28:5 29:13	Tim 15:2,3 16:20 17:10,16
Stacy's 16:6,11 30:24	talked 6:18,19 19:16 26:16 28:3 29:11	time 3:17 8:10,12 9:22 10:17 21:6,21,25 22:11,20 23:7 24:12 25:15 27:9 28:13 30:4 32:6
start 6:22 13:23 20:18 24:1	talking 18:11 21:11 27:5,7 30:5	times 15:19 17:24,25 18:3,25 23:19 24:19
state 5:15	task 13:16	timing 31:16
stay 18:4	team 27:5,8	today 3:12 4:19 6:16,17 8:7 9:11 12:19 13:6, 7,10 30:7
staying 24:13	ten 15:21 24:19	today's 7:13 13:22
step 21:21 22:25	term 4:11	topic 14:12 20:17
sticks 26:7	Terry 14:23	topics 13:1,7 21:12
stock 8:20 9:4,12	testified 3:2	track 29:15
subpoena 7:9,13 8:9 12:18,23 13:3,4	testimony 4:19	traveled 18:3,6,7
succession 22:17 23:5	text 7:24 13:25 17:25 18:2	trip 18:23 19:1,4 21:10,13 25:21
suicide 27:17,20	texted 16:11	trips 18:5,14,15 19:9,10 26:16
suing 16:11	texting 27:7	type 18:13 22:6
suit 16:5,9	texts 14:6 15:8 27:5	<hr/> U <hr/>
summer 25:25 29:5,7	thing 21:23 25:24 31:4	uncommon 24:16
super 6:7	things 11:6 26:19	understand 8:17 20:4 29:6
support 27:19	thinking 21:23	understanding 8:19,20 14:19 18:20 21:6 28:12,17
suspicion 4:24	thought 9:7	understood
sworn	throw 14:22	

**Stacy L. Randall v.
Reed C. Widen, et al.**

**Deposition of Ben C. Scharpf
January 05, 2024** Index: vacation..years

4:14 6:21 9:2 15:2,24 16:17 20:1 22:4, 8 24:5	21:2
<hr/>	work
V	27:6
<hr/>	worked
vacation	22:9,22
18:8	working
verbalize	26:23
4:7	worries
Vial	7:23
14:23	worth
view	20:13 21:6
8:1	wrong
voice	9:8
15:25	<hr/>
<hr/>	Y
W	<hr/>
<hr/>	year
wanted	9:23 10:9 17:24 18:8,24 27:23,25
21:7	years
wanting	6:12 15:21 16:16 17:9 24:19
23:9	
Waunakee	
5:19	
ways	
13:7	
week	
30:6	
weekend	
12:10	
Widen	
3:11 6:4,8 7:14 9:18 11:13 12:15	
15:10 16:3 19:18,20,21 22:11 25:6,17,	
19 26:23 31:17,18	
Widens	
18:17 24:13	
Winter	
15:6	
Wisconsin	
5:19	
wished	
28:24	
WITTENBERG	
29:24 32:8	
word	